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Counsel for Highland Capital Management, L.P.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
HIGHLAND CAPITAL MANAGEMENT, L.P., ¹	§	
	§	Case No. 19-34054-sgj11
Reorganized Debtor.	§	
	§	

**REORGANIZED DEBTOR'S WITNESS AND EXHIBIT LIST
WITH RESPECT TO TRIAL TO BE HELD ON NOVEMBER 1, 2022**

Highland Capital Management, L.P. (the "Reorganized Debtor") submits the following witness and exhibit list with respect to the *First Omnibus Objection to Certain (A) Duplicate Claims; (B) Overstated Claims; (C) Late-Filed Claims; (D) Satisfied Claims; (E) No Liability*

¹ The Reorganized Debtor's last four digits of its taxpayer identification number are (8357). The headquarters and service address for the above-captioned Reorganized Debtor is 100 Crescent Court, Suite 1850, Dallas, TX 75201.

Claims; and (F) Insufficient-Documentation Claims [Docket No. 906] (**solely with respect to Proof of Claim No. 146 Filed by HCRE Partners, LLC**), which the Court has set for trial at 9:30 a.m. (Central Time) on November 1, 2022 (the “Trial”) in the above-styled bankruptcy case (the “Bankruptcy Case”).

A. Witnesses:

1. James Dondero;
2. Matt McGraner;
3. Mark Patrick;
4. Barker Viggato, LLP (by deposition designation);
5. BH Equities, LLC (by deposition designation);
6. James P. Seery, Jr.;
7. Any witness designated or called by any other party; and
8. Any witness necessary for impeachment or rebuttal.

B. Exhibits:

Ex. No.	Exhibit	Offered	Admitted
1	Debtor’s First Omnibus Objection to Certain (A) Duplicate Claims; (B) Overstated Claims; (C) Late-Filed Claims; (D) Satisfied Claims; (E) No-Liability Claims; and (F) Insufficient-Documentation Claims [Docket No. 906]		
2	Nexpoint Real Estate Partners LLC’S Response to Debtor’s First Omnibus Objection to Certain (A) Duplicate Claims; (B) Overstated Claims; (C) Late-Filed Claims; (D) Satisfied Claims; (E) No-Liability Claims; and (F) Insufficient-Documentation Claims [Docket No. 1212]		
3	Deposition excerpts of Dustin Thomas (BH Equities, LLC 8/4/22 Deposition)		
4	Deposition excerpts of Mark Barker (Barker Viggato, LLP 8/5/22 Deposition)		

Ex. No.	Exhibit	Offered	Admitted
5	Limited Liability Company Agreement, dated as of August 23, 2018 (Mark Patrick 8/2/22 Deposition Exhibit 2, J. Dondero 10/4/22 Deposition Exhibit 2, HCRE 10/11/22 Deposition Exhibit 2)		
6	Bridge Loan Agreement dated as of September 26, 2018 (J. Dondero 10/4/22 Deposition Exhibit 3)		
7	First Amended and Restated Limited Liability Company Agreement, dated as of March 15, 2019 to be effective as of August 23, 2018 (Mark Patrick 8/2/22 Deposition Exhibit 4, BH Equities, LLC 8/4/22 Deposition Exhibit 2, Barker Viggato, LLP 8/5/22 Deposition Exhibit 3, J. Dondero 10/4/22 Deposition Exhibit 9, HCRE 10/11/22 Deposition Exhibit 9)		
8	Proof of Claim #146 of HCRE Partners, LLC (Mark Patrick 8/2/22 Deposition Exhibit 5, J. Dondero 10/4/22 Deposition Exhibit 20, HCRE 10/11/22 Deposition Exhibit 20)		
9	Email from Mark Patrick dated July 28, 2018 to Alex McGeoch, Mark Patrick re Available LLC Names		
10	INTENTIONALLY OMITTED		
11	INTENTIONALLY OMITTED		
12	Email from Mark Patrick dated February 28, 2019 to Tim Cournoyer, Freddy Chang, David Klos (cc: various others) attaching (i) First Amended and Restated Limited Liability Company Agreement and (ii) Redline (Mark Patrick 8/2/22 Deposition Exhibit 12, J. Dondero 10/4/22 Deposition Exhibit 5, HCRE 10/11/22 Deposition Exhibit 5)		
13	Email chain dated February 28, 2019 – March 4, 2019 re SE Multi-Family Holdings LLC: Amended and Restated		
14	Email chain dated February 28, 2019 – March 4, 2019 re SE Multi-Family Holdings LLC: Amended and Restated and attaching First Amended and Restated Limited Liability Company Agreement		
15	Email chain dated February 28, 2019 – March 4, 2019 re SE Multi-Family Holdings LLC: Amended and Restated (Mark Patrick 8/2/22 Deposition Exhibit 15)		

WITNESS AND EXHIBIT LIST FOR TRIAL ON NOVEMBER 1, 2022

Ex. No.	Exhibit	Offered	Admitted
16	Email from Mark Patrick dated March 4, 2019 to Paul Broaddus (cc: Shawn Raver, Rick Swadley) attaching draft of First Amended and Restated Limited Liability Company Agreement		
17	Email from Mark Patrick dated March 7, 2019 to Matt McGraner (cc: Freddy Chang, Rick Swadley, Paul Broaddus, Shawn Raver) attaching latest revisions to First Amended and Restated Limited Liability Company Agreement		
18	Email from Mark Patrick dated March 8, 2019 to Paul Broaddus (cc: Rick Swadley, Shawn Raver) re First Amended and Restated Limited Liability Company Agreement (Mark Patrick 8/2/22 Deposition Exhibit 18)		
19	Email from Paul Broaddus dated March 8, 2019 to Mark Patrick (cc: Rick Swadley, Shawn Raver) re Unicorn - LLC Agreement		
20	Email from Paul Broaddus dated March 15, 2019 to Mark Patrick re Unicorn Combined Underwriting		
21	Email from Ben Roby dated March 16, 2019 to Matt McGraner, Freddy Chang, Paul Broaddus, and Dusty Thomas Paul Broaddus (cc: Shawn Raver, Rick Swadley) attaching fully executed First Amended and Restated Limited Liability Company Agreement (signed via DocuSign)		
22	Email from Paul Broaddus dated March 18, 2019 to Mark Patrick, Shawn Raver (cc: Rick Swadley) attaching fully executed First Amended and Restated Limited Liability Company Agreement		
23	Email from Shawn Raver dated October 17, 2019 to Mark Patrick, Paul Broaddus attaching fully executed First Amended and Restated Limited Liability Company Agreement (signed via DocuSign)		
24	INTENTIONALLY OMITTED		
25	Email from Mark Barker dated September 8, 2019 to Paul Broaddus, Jae Lee (cc: Ross Kirshner) attaching SE Multifamily Holdings LLC 2018 tax return and workbook		
26	Email dated March 16, 2019 attaching fully executed First Amended and Restated Limited Liability Company Agreement, dated as of March 15, 2019 to be effective as of		

WITNESS AND EXHIBIT LIST FOR TRIAL ON NOVEMBER 1, 2022

Ex. No.	Exhibit	Offered	Admitted
	August 23, 2018 (Mark Patrick 8/2/22 Deposition Exhibit 28)		
27	Highland Capital Management L.P.'s Notice of Amended Subpoena Directed to BH Equities, LLC [Docket No. 3363] (BH Equities, LLC 8/4/22 Deposition Exhibit 1)		
28	Email chain dated October 7-10, 2018 re Unicorn Portfolio (BH Equities, LLC 8/4/22 Deposition Exhibit 3)		
29	Email from Ben Roby dated November 7, 2018 to Paul Broaddus (cc: Kim Supercynski) re SEMF LLC (BH Equities, LLC 8/4/22 Deposition Exhibit 4)		
30	Email from Paul Broaddus to Dusty Thomas, Ben Roby (cc: Matt McGraner) dated March 15, 2019 attaching Contribution Schedule (BH Equities, LLC 8/4/22 Deposition Exhibit 5, J. Dondero 10/4/22 Deposition Exhibit 6, HCRE 10/11/22 Deposition Exhibit 6)		
31	Email chain re Unicorn Combined Underwriting (BH Equities, LLC 8/4/22 Deposition Exhibit 6, HCRE 10/11/22 Deposition Exhibit 7)		
32	Email chain dated March 15, 2019 re Unicorn Combined Underwriting (BH Equities, LLC 8/4/22 Deposition Exhibit 7, HCRE 10/11/22 Deposition Exhibit 8)		
33	Email from Paul Broaddus dated March 15, 2019 to Ben Roby, Dusty Thomas, Matt McGraner, and Freddy Chang attaching First AR LLCA of SE Multifamily Holdings LLC for execution (BH Equities, LLC 8/4/22 Deposition Exhibit 8)		
34	Email chain re First AR LLCA of SE Multifamily Holdings LLC (BH Equities, LLC 8/4/22 Deposition Exhibit 9)		
35	Email from Paul Broaddus dated September 10, 2020 to Matt Mulcahy (cc: Dusty Thomas) re SE Multifamily Follow Up (BH Equities, LLC 8/4/22 Deposition Exhibit 10)		
36	Email chain dated November 7-19, 2020 re Unicorn Proposed Distribution and Detail Schedules (BH Equities, LLC 8/4/22 Deposition Exhibit 12, HCRE 10/11/22 Deposition Exhibit 10)		
37	Email chain dated June 9, 2021 re SE Multifamily Holdings distribution (BH Equities, LLC 8/4/22 Deposition Exhibit 13, HCRE 10/11/22 Deposition Exhibit 11)		

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Ex. No.	Exhibit	Offered	Admitted
38	SE Multifamily Holdings LLC 2019 tax return (BH Equities, LLC 8/4/22 Deposition Exhibit 14)		
39	BH Equities, LLC 2020 K-1 (BH Equities, LLC 8/4/22 Deposition Exhibit 15)		
40	Highland Capital Management L.P.'s Notice of Amended Subpoena to Barker Viggato LLP [Docket No. 3417] (Barker Viggato, LLP 8/5/22 Deposition Exhibit 1)		
41	Letter dated July 26, 2022 from Matthew Roberts enclosing Barker Viggato, LLP's production of documents responsive to Subpoena		
42	2018 SE Multifamily LLC Equity Roll – GAAP (Barker Viggato, LLP 8/5/22 Deposition Exhibit 4)		
43	2019 SE Multifamily LLC Equity Roll – GAAP (Barker Viggato, LLP 8/5/22 Deposition Exhibit 5)		
44	2020 SE Multifamily LLC Equity Roll – GAAP (Barker Viggato, LLP 8/5/22 Deposition Exhibit 6)		
45	Email from Paul Broaddus dated August 3, 2020 to Mark Barker (cc: Tina Thottichira, Ross Kirshner, Kristin Martin) re SEMFH (Barker Viggato, LLP 8/5/22 Deposition Exhibit 7)		
46	HCMLP 2018 K-1 (Barker Viggato, LLP 8/5/22 Deposition Exhibit 8, J. Dondero 10/4/22 Deposition Exhibit 12)		
47	HCRE 2018 K-1 (Barker Viggato, LLP 8/5/22 Deposition Exhibit 9)		
48	BH Equities, LLC 2018 K-1		
49	Liberty CLO Holdco, Ltd 2018 K-1		
50	HCMLP 2019 K-1 (Barker Viggato, LLP 8/5/22 Deposition Exhibit 12)		
51	HCRE 2019 K-1		
52	BH Equities, LLC 2019 K-1		
53	Liberty CLO Holdco, Ltd 2019 K-1		
54	E-mail chain dated September 13-14, 2020 re SEMFH Statement (Barker Viggato, LLP 8/5/22 Deposition Exhibit 16, HCRE 10/11/22 Deposition Exhibit 17)		

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Ex. No.	Exhibit	Offered	Admitted
55	HCMLP 2020 K-1 (Barker Viggato, LLP 8/5/22 Deposition Exhibit 17)		
56	HCRE 2020 K-1		
57	BH Equities, LLC 2020 K-1		
58	Liberty CLO Holdco, Ltd 2020 K-1		
59	Email from Mark Patrick dated February 28, 2019 to Shawn Raver re Unicorn (J. Dondero 10/4/22 Deposition Exhibit 4, HCRE 10/11/22 Deposition Exhibit 4)		
60	Highland Capital Management, L.P.'s Third Amended Notice of Rule 30(b)(6) Deposition to HCRE Partners, LLC [Docket No. 3528] (HCRE 10/11/22 Deposition Exhibit 1A)		
61	INTENTIONALLY OMITTED		
62	Transcript of August 11, 2021 Deposition of Rob Wills		
63	Transcript of August 13, 2021 Deposition of Mark Patrick		
64	Transcript of September 16, 2021 Deposition of Robert Kehr		
65	Transcript of September 17, 2021 Deposition of Ben Selman		
66	Transcript of August 2, 2022 Deposition of Mark Patrick		
67	INTENTIONALLY OMITTED		
68	INTENTIONALLY OMITTED		
69	INTENTIONALLY OMITTED		
70	Transcript of October 4, 2022 Deposition of James Dondero		
71	Transcript of October 11, 2022 Deposition of HCRE/Matt McGraner		
72	Debtor's Notice of Rule 30(b)(6) Deposition to NexPoint Real Estate Partners, LLC f/k/a HCRE Partners, LLC [Docket No. 1898]		
73	Debtor's Amended Notice of Rule 30(b)(6) Deposition to HCRE Partners, LLC [Docket No. 1965]		

WITNESS AND EXHIBIT LIST FOR TRIAL ON NOVEMBER 1, 2022

Ex. No.	Exhibit	Offered	Admitted
74	Debtor's Third Amended Notice of Rule 30(b)(6) Deposition to HCRE Partners, LLC [Docket No. 2134]		
75	Debtor's Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 2196]		
76	Debtor's Memorandum of Law in Support of Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 2197]		
77	Declaration of John A. Morris in Support of the Debtor's Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 2198]		
78	Response to Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC [Docket No. 2278]		
79	Debtor's Preliminary Reply in Further Support of Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 2294]		
80	Highland's Supplemental Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 2893]		
81	Highland's Memorandum of Law in Support of Supplemental Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 2894]		
82	Declaration of Kenneth H. Brown in Support of Supplemental Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 2895]		
83	Response and Brief in Opposition to Highland's Supplemental Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and Related Relief [Docket No. 2927]		
84	Supplemental Appendix in Support of NexPoint Real Estate Partners, LLC's Response and Brief in Opposition to Debtor's Supplemental Motion to Disqualify Wick Phillips Gould & Martin, LLP [Docket No. 2928]		

WITNESS AND EXHIBIT LIST FOR TRIAL ON NOVEMBER 1, 2022

Ex. No.	Exhibit	Offered	Admitted
85	Highland's Reply in Support of Supplemental Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 2952]		
86	Hearing Held on November 30, 2021 re: Highland's Supplemental Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief (No Image Available) [Docket No. 3071]		
87	Order Granting in Part and Denying in Part Highland's Supplemental Motion to Disqualify Wick Phillips Gould & Martin, LLP as Counsel to HCRE Partners, LLC and for Related Relief [Docket No. 3106]		
88	Highland Capital Management L.P.'s Notice of Subpoena Directed to Barker Viggato LLP [Docket No. 3383]		
89	Highland Capital Management, L.P.'s Notice of Rule 30(b)(6) Deposition to HCRE Partners, LLC [Docket No. 3385]		
90	Highland Capital Management, L.P.'s Amended Notice of Rule 30(b)(6) Deposition to HCRE Partners, LLC [Docket No. 3386]		
91	Highland Capital Management, L.P.'s Second Amended Notice of Rule 30(b)(6) Deposition to HCRE Partners, LLC [Docket No. 3418]		
92	Highland Capital Management, L.P.'s Notice of Rule 30(b)(6) Deposition to NexPoint Real Estate Partners, LLC, f/k/a HCRE Partners, LLC [Docket No. 3453]		
93	SE Multifamily Holdings: Schedule of Distributions		
94	Nexpoint Real Estate Partners, LLC f/k/a HRCR Partners, LLC's Amended Responses and Objections to Debtor's Second Set of Discovery Requests dated July 8, 2022		
95	SE Multifamily check		
96	Email chain with Key Bank dated September 27, 2018 re: Return of 750K		
97	Email from Mathew Goetz to David Klos and Kristin Hendrix dated November 16, 2018 re Fee Rebate		
98	Email from Mathew Goetz to David Klos and Kristin Hendrix dated November 16, 2018 re wire from Key Bank		
99	Email from Kristin Hendrix to Corporate Accounting dated November 16, 2018 re wire from Key Bank		

WITNESS AND EXHIBIT LIST FOR TRIAL ON NOVEMBER 1, 2022

Ex. No.	Exhibit	Offered	Admitted
100	Email from Kristin Hendrix to David Klos and Corporate Accounting dated November 16, 2018 re wire from Key Bank		
101	Email from Kristin Hendrix to David Klos and Corporate Accounting dated November 16, 2018 re confirmation of wire		
102	Email chain dated November 19, 2018 re Opening Balance Sheets		
103	All exhibits identified by or offered by any other party at the Trial		
104	All exhibits necessary for impeachment and/or rebuttal purposes		
105	Any pleadings, reports, or other documents entered or filed in the Bankruptcy Case or related adversary proceedings, including any exhibits thereto		

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Dated: October 27, 2022.

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